

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

CHAPTER 11

CASE NO. 18-23538-RDD

(Jointly Administered)

RE: DOCKET NO. 1945

**AFFIDAVIT OF DAMIAN HAMMOND IN SUPPORT OF THE OBJECTION AND
RESERVATION OF RIGHTS OF WASHINGTON PRIME GROUP INC. TO THE
PROPOSED CURE AMOUNTS IN CONNECTION WITH THE DEBTORS' PROPOSED
ASSUMPTION AND ASSIGNMENT OF LEASES AND CONTRACTS**

STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

I, Damian Hammond, being duly cautioned and sworn, state as follows:

1. I am over the age of eighteen years old, and am a resident of the county of Franklin, State of Ohio. I am the Senior Director, Credit and Collections, at Washington Prime Group Inc. ("WPG"). Among my duties and responsibilities as Senior Director, Credit and Collections, for WPG, I am responsible for all payments under leases and guaranties, including payments due to WPG by the above-captioned debtors (the "Debtors").

2. I submit this declaration in support of the *Objection and Reservation of Rights of Washington Prime Group Inc. to the Proposed Cure Amounts in Connection with the Debtors Proposed Assumption and Assignment of Leases and Contracts* (Docket No. 1945) (the "Objection") filed on January 25, 2019. Capitalized but undefined terms used in my Affidavit have the meanings ascribed to them in the Objection.

3. These facts are based upon my own personal knowledge, in my capacity as Senior Director, Credit and Collections, at WPG and/or the business records of WPG, unless stated upon information and belief, and as to those such facts, I am informed and believe that they are true.

4. I am authorized to submit this declaration on behalf of WPG. If I were called to testify in this matter, I could and would competently testify to each of the facts set forth herein to the best of my knowledge. Except as otherwise noted, I have personal knowledge as to the information set forth below.

5. WPG is the owner, or the managing agent for the owners of, certain real properties in which the Debtors lease retail space (the “WPG Leased Premises”) from WPG pursuant to those certain unexpired leases (collectively, the “WPG Leases” and each a “WPG Lease”). Specifically, the Debtors are currently leasing retail space from WPG at the locations identified on Exhibit A attached to the Objection (the “Leased Premises”).

6. Based upon a review of the books and records of WPG, as of the date of the Objection, the Debtors owe the following amounts to WPG, which are subject to change prior to the effective date of any proposed assumption of the Leases. These amounts are greater than the amounts asserted by the Debtors in the Potential Assumption and Assignment Notices.

| <i>Potentially Assigned WPG Leases</i> | | | | |
|--|------------------|---------------------------|-----------------------------|--------------------|
| <i>Shopping Center</i> | <i>Store No.</i> | <i>City, State</i> | <i>Proposed Cure Amount</i> | <i>Cure Amount</i> |
| Boynton Beach Mall (including Auto Center) | 1755, 6820 | Boynton Beach, Florida | \$39,680.46 | \$67,055.00 |
| Charlottesville | 2435 | Charlottesville, Virginia | \$47,167.95 | \$36,625.51 |
| Chautauqua Mall | 2584 | Lakewood, New York | \$12,108.25 | \$21,438.17 |
| Indian Mound Mall | 1081 | Heath, Ohio | \$8.00 | \$94,424.67 |
| Longview Mall | 2557 | Longview Mall, Texas | \$26,041.67 | \$73,455.93 |
| Mall at Johnson City | 2265 | Johnson City, Tennessee | \$15,085.00 | \$6,520.71 |
| Morgantown Mall | 2304 | Morgantown, West | \$8,333.33 | \$1,510.47 |

| | | | | |
|---|-----------------------------------|----------------------------|-----------------------------|------------------------|
| | | Virginia | | |
| Pearlridge | 1578 | Aiea, Hawaii | \$71,534.00 | \$676,507.67 |
| Shopping Center | Store No. | City, State | Proposed Cure Amount | Cure Amount |
| Polaris Fashion Place (including Auto Center) | 1210 | Columbus, Ohio | \$26,041.67 | \$352,888.32 |
| Port Charlotte Town Center | 2145 | Port Charlotte, Florida | \$39,739.94 | \$151,002.23 |
| Southern Hills Mall | 2422 | Sioux City, Iowa | \$71,871.21 | \$131,637.69 |
| Town Center at Aurora | 1141 | Aurora, Colorado | \$26,042.00 | \$226,050.00 |
| Weberstown Mall | 1288 | Stockton, California | \$250.00 | \$2,300.00 |
| Westshore Plaza (including Auto Center) | 1745 | Tampa, Florida | \$42,269.63 | \$216,736.60 |
| Whitehall Mall | 1154 | Whitehall, Pennsylvania | \$10,820.00 | \$198,051.12 |
| Total | | | \$436,993.11 | \$2,124,566.40 |
| Seritage SRC Finance LLC-Associated Leases | | | | |
| Shopping Center | Store No. | City, State | Proposed Cure Amount | Cure Amount |
| Bowie Town Center | 2034 | Bowie, Maryland | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Dayton Mall | 1560 | Dayton, Ohio | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Edison Mall | 1495 | Ft. Myers, Florida | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Great Lakes Mall | <i>Not Scheduled</i> ¹ | Mentor, Ohio | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Irving Mall | 2147 | Irving, Texas | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Jefferson Valley Mall | 1944 | Yorktown Heights, New York | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Lindale Mall | <i>Not Scheduled</i> | Cedar Rapids, Iowa | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Maplewood Mall | <i>Not Scheduled</i> | St. Paul, Minnesota | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Paddock Mall | 1006 | Ocala, Florida | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| University Town Plaza | <i>Not Scheduled</i> | Pensacola, Florida | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Westminster Mall | <i>Not Scheduled</i> | Westminster, California | <i>Rights Reserved</i> | <i>Rights Reserved</i> |
| Remaining WPG Leases | | | | |

¹ "Not Scheduled" means not presently scheduled on the Potential Assumption and Assignment Notices.

| <i>Shopping Center</i> | <i>Store No.</i> | <i>City, State</i> | <i>Proposed Cure Amount</i> | <i>Cure Amount</i> |
|--|--------------------------|-----------------------------|---------------------------------|------------------------------|
| Anderson Mall | <i>Not Scheduled</i> | Anderson, South Carolina | <i>Not Scheduled</i> | \$1,500.00 |
| <i>Shopping Center</i> | <i>Store No.</i> | <i>City, State</i> | <i>Proposed Cure Amount</i> | <i>Cure Amount</i> |
| Cottonwood Mall | <i>Not Scheduled</i> | Albuquerque, New Mexico | <i>Not Scheduled</i> | \$6,910.42 |
| Northwoods Mall | <i>Not Scheduled</i> | Peoria, Illinois | <i>Not Scheduled</i> | \$4,597.00 |
| Orange Park Mall | <i>Not Scheduled</i> | Orange Park, Florida | <i>Not Scheduled</i> | \$1,500.00 |
| Rolling Oaks | <i>Not Scheduled</i> | San Antonio, Texas | <i>Not Scheduled</i> | \$6,083.35 |
| Seminole Towne Center | <i>Not Scheduled</i> | Sanford, Florida | <i>Not Scheduled</i> | \$1,500.00 |
| Sunland Park Mall | <i>Not Scheduled</i> | El Paso, Texas | <i>Not Scheduled</i> | \$1,500.00 |
| West Ridge Mall | <i>Not Scheduled</i> | Topeka, Kansas | <i>Not Scheduled</i> | \$1,500.00 |
| <i>Total</i> | | | | <i>\$25,090.77</i> |
| <i>Aggregate Total (All WPG Leases)</i> | | | <i>\$436,993.11</i> | <i>\$2,149,657.17</i> |

FURTHER AFFIANT SAYETH NAUGHT.

DAMIAN HAMMOND

Subscribed and sworn to before me, a Notary Public in and for the State of Ohio, on the
31st day of January, 2019.

Notary Public



MARK T. WIDMAN
Notary Public, State of Ohio
My Comm. Expires 06-10-2020
Recorded in Franklin County